

Counterpart - Ethel M. Lewis

19200 -K

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

May 24, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Supplement No. VII, dated as of May 24, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Security Agreement previously filed with the Commission under Recordation Number 19200.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Secured Party: First Security Bank of Utah, as Trustee
79 South Main Street
Salt Lake City, Utah 84111

A description of the 436 ACFX railcars and leases related thereto being ADDED by the Security Agreement by the enclosed document is set forth on Schedule I attached to the Supplement.

Mr. Vernon A. Williams
May 24, 1996
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

19200 -K

LAW 2-4100-3621

SUPPLEMENT NO. VII

SUPPLEMENT NO. VII to the ASSIGNMENT AND SECURITY AGREEMENT (CHATTEL MORTGAGE) (the "Security Agreement") dated as of February 3, 1995 between ACF INDUSTRIES, INCORPORATED, New Jersey corporation (the "Debtor"), and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, a national banking association, as trustee (together with its successors and assigns, the "Trustee").

1. This Supplement is executed and delivered pursuant to the Security Agreement in order to more particularly identify certain of the Collateral which the Debtor has assigned and granted a security interest in to the Trustee, and to confirm the assignment under, and security interest created by, the Security Agreement with respect to such Collateral. Any term defined in the Security Agreement (or in the Loan Agreement referred to therein) and used herein shall have its defined meaning when used herein.

2. The Debtor has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the trustee, its successors and assigns, and does hereby transfer, convey, warrant, mortgage, deliver, pledge, assign and grant to the Trustee, in each case pursuant to the Security Agreement, all and singular of the Debtor's rights, title and interest in and to the following Collateral described in paragraphs 2(a) and 2(b) hereof and all Proceeds thereof:

(a) Certain railroad tank cars and covered hopper cars listed and described on Schedule 1 hereto (individually, an Item of Equipment, and collectively constituting Equipment, for purposes of the Security Agreement), together with all accessories, equipment, parts and appurtenances appertaining or attached to any such Equipment, whether now owned or at any time hereafter acquired by the Debtor, and all substitutions, replacements of, and additions, improvements and accumulations to, any and all of said Equipment, together with all rents, issues, income, profits and avails therefrom, any and all Mileage Credits relating thereto and any and all Proceeds thereof.

(b) All right, title and interest of the Debtor in and to each and every lease (whether or not such lease is in writing or is for a term certain, including, without

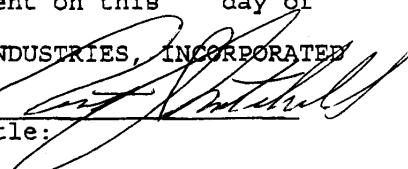
limitation, per diem leases), now or hereafter existing, relating to, but only to the extent relating to, the Equipment described in paragraph 2(a) hereof, including, without limitation, the leases specified on Schedule 1 hereto (each such lease, including all amendments, supplements and schedules thereto, constituting an Assigned Lease for purposes of the Security Agreement), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due or to become due under any Assigned Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from the Equipment) and all Proceeds of any thereof (such payments constituting Assigned Lease Proceeds for purposes of the Security Agreement), and otherwise in accordance with the provisions of the Security Agreement.

3. Schedule 1 hereto and the relevant Memorandum of Lease and Memorandum of Assignment sets forth a complete and accurate description of each Assigned Lease referred to in Section 2(b) hereof, including, in the case of such Schedule 1, the rent/payment schedules as in effect on the date hereof.

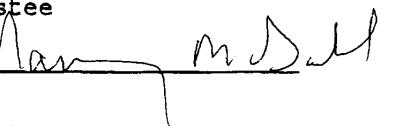
4. All the provisions of the Security agreement are hereby incorporated in this Supplement and made a part hereof. By their execution and delivery of this Supplement, the parties hereto hereby reaffirm all of the provisions of the Security Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement on this day of May, 1996.

ACF INDUSTRIES, INCORPORATED

By: 
Title:

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as
Trustee

By: 
Title:

ASSISTANT VICE PRESIDENT

STATE OF NEW YORK)) ss.:
COUNTY OF NEW YORK)

On this 22nd day of May, 1996, before me personally appeared Robert J. Mitchell to me personally known, who being duly sworn, says that he resides at Woodbury, New York and is a Senior Vice President of ACF Industries, Incorporated; that said instrument was signed on behalf of said corporation by authority of its Board of Directors on the date hereof; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

[Signature]
Notary Public

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

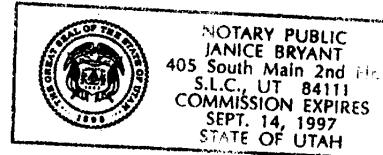
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STATE OF Utah)
COUNTY OF Salt Lake) ss.:

On this 21st day of May, 1996, before me personally appeared Nancy M. Dahl to me personally known, who being duly sworn, says that she resides at Salt Lake City, UTAH and is Asst. Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION; that said instrument was signed on behalf of said national banking association by authority of its Board of Directors on May 21, 1996; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

(SEAL)

[Signature]
Notary Public



SCHEDULE 1

LESSEE	CAR SERVICE CONTRACT #	IDENTIFYING NUMBERS	NUMBER OF CARS	AAR DESIGNATOR
ARCADIAN FERTILIZER, L. P.	5422	ACFX 81071	1	T105
ARCADIAN FERTILIZER, L. P.	5422	ACFX 81645	1	T105
ARCADIAN FERTILIZER, L. P.	5422	ACFX 82645	1	T105
ARCADIAN FERTILIZER, L. P.	5422	ACFX 82649	1	T105
ARCADIAN FERTILIZER, L. P.	5422	ACFX 88583	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82010	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82207	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82260	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82357	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82447	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82504	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82540	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82579	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82581	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82583	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82605	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 82640	1	T105
ARCADIAN FERTILIZER, L. P.	5824	ACFX 88725	1	T105
AMERIGAS PROPANE, INC.	6043	ACFX 17032	1	T389
AMERIGAS PROPANE, INC.	6043	ACFX 17033	1	T389
AMERIGAS PROPANE, INC.	6043	ACFX 17034	1	T409
AMERIGAS PROPANE, INC.	6043	ACFX 17035	1	T389
AMERIGAS PROPANE, INC.	6043	ACFX 17036	1	T389
AMERIGAS PROPANE, INC.	6043	ACFX 17037	1	T409
AMERIGAS PROPANE, INC.	6043	ACFX 17902	1	T389
AMERIGAS PROPANE, INC.	6043	ACFX 17903	1	T409
AMERIGAS PROPANE, INC.	6043	ACFX 18902	1	T389
AMERIGAS PROPANE, INC.	9644	ACFX 17041	1	T409
AMERIGAS PROPANE, INC.	9644	ACFX 17118	1	T409
AMERIGAS PROPANE, INC.	9644	ACFX 17205	1	T389
AMERIGAS PROPANE, INC.	9644	ACFX 17264	1	T389
AMERIGAS PROPANE, INC.	9644	ACFX 17267	1	T389
AMERIGAS PROPANE, INC.	9644	ACFX 17283	1	T389
AMERIGAS PROPANE, INC.	9644	ACFX 17284	1	T389
AMERIGAS PROPANE, INC.	9644	ACFX 17321	1	T419
AMERIGAS PROPANE, INC.	9644	ACFX 17322	1	T439
AMERIGAS PROPANE, INC.	9644	ACFX 17326	1	T419
AMERIGAS PROPANE, INC.	9644	ACFX 18761	1	T389
BUNGE CORPORATION	5877	ACFX 52347	1	C114
BUNGE CORPORATION	5877	ACFX 52355	1	C514
BUNGE CORPORATION	5877	ACFX 52443	1	C114
BUNGE CORPORATION	5877	ACFX 52455	1	C214
BUNGE CORPORATION	5877	ACFX 52461	1	C114
BUNGE CORPORATION	5877	ACFX 52462	1	C114
BUNGE CORPORATION	5877	ACFX 52463	1	C114
BUNGE CORPORATION	5877	ACFX 52499	1	C214
BUNGE CORPORATION	5877	ACFX 52504	1	C214
BUNGE CORPORATION	5877	ACFX 52520	1	C214
BUNGE CORPORATION	5877	ACFX 52533	1	C214
BUNGE CORPORATION	5877	ACFX 52599	1	C114
BUNGE CORPORATION	5877	ACFX 52602	1	C214
BUNGE CORPORATION	5877	ACFX 52607	1	C114
BUNGE CORPORATION	5877	ACFX 52615	1	C114
BUNGE CORPORATION	5877	ACFX 52654	1	C114
BUNGE CORPORATION	5877	ACFX 52655	1	C114
BUNGE CORPORATION	5877	ACFX 52839	1	C114
BUNGE CORPORATION	5877	ACFX 52843	1	C114

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SCHEDULE 1

LESSEE	CAR SERVICE CONTRACT #	IDENTIFYING NUMBERS	NUMBER OF CARS	AAR DESIGNATOR
BUNGE CORPORATION	5877	ACFX	52846	1 C214
BUNGE CORPORATION	5877	ACFX	52847	1 C214
BUNGE CORPORATION	5877	ACFX	52859	1 C114
BUNGE CORPORATION	5877	ACFX	52864	1 C114
BUNGE CORPORATION	5877	ACFX	52867	1 C214
BUNGE CORPORATION	5877	ACFX	52869	1 C114
BUNGE CORPORATION	5877	ACFX	52871	1 C114
BUNGE CORPORATION	5877	ACFX	52875	1 C114
BUNGE CORPORATION	5877	ACFX	52895	1 C514
BUNGE CORPORATION	5877	ACFX	52897	1 C114
BUNGE CORPORATION	5877	ACFX	52898	1 C114
BUNGE CORPORATION	5877	ACFX	52899	1 C114
BUNGE CORPORATION	5935	ACFX	46432	1 C113
BUNGE CORPORATION	5935	ACFX	46445	1 C113
BUNGE CORPORATION	5935	ACFX	46495	1 C113
BUNGE CORPORATION	5935	ACFX	46501	1 C113
BUNGE CORPORATION	5935	ACFX	46506	1 C113
BUNGE CORPORATION	5935	ACFX	46786	1 C113
AIR LIQUIDE AMERICA CORPORA	7346	ACFX	85238	1 T565
AIR LIQUIDE AMERICA CORPORA	7346	ACFX	85240	1 T565
AIR LIQUIDE AMERICA CORPORA	7346	ACFX	85242	1 T565
AIR LIQUIDE AMERICA CORPORA	7346	ACFX	85243	1 T565
AIR LIQUIDE AMERICA CORPORA	7346	ACFX	85244	1 T565
AIR LIQUIDE AMERICA CORPORA	7346	ACFX	85245	1 T565
AIR LIQUIDE AMERICA CORPORA	7346	ACFX	85247	1 T565
AIR LIQUIDE AMERICA CORPORA	7346	ACFX	85248	1 T565
CHEMICAL PRODUCTS CORPORATI	58100004	ACFX	61295	1 C312
CHEMICAL PRODUCTS CORPORATI	58100004	ACFX	61306	1 C112
CHEMICAL PRODUCTS CORPORATI	58100004	ACFX	61316	1 C312
CHEMICAL PRODUCTS CORPORATI	58100005	ACFX	61302	1 C112
CHEMICAL PRODUCTS CORPORATI	58100005	ACFX	63420	1 C112
CHEMICAL PRODUCTS CORPORATI	58100023	ACFX	63624	1 C112
CHEMICAL PRODUCTS CORPORATI	58100023	ACFX	63625	1 C112
C F INDUSTRIES INCORPORATED	6151	ACFX	16918	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	16950	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	16951	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	16953	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	18673	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	18674	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	18675	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	18680	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	18682	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	18783	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	18785	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	18786	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	18787	1 T399
C F INDUSTRIES INCORPORATED	6151	ACFX	18788	1 T399
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44782	1 C311
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44790	1 C311
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44795	1 C311
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44797	1 C311
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44799	1 C311
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44803	1 C311
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44806	1 C311
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44808	1 C311
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44809	1 C311
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44810	1 C311

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SCHEDULE 1

<u>LESSEE</u>	<u>CAR SERVICE CONTRACT #</u>	<u>IDENTIFYING NUMBERS</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATOR</u>
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44819	1
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44820	1
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44822	1
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44823	1
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44826	1
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44827	1
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44828	1
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44830	1
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44832	1
INDSPEC CHEMICAL CORPORATIO	6551	ACFX	44833	1
DARLING INTERNATIONAL INC.	6512	ACFX	52213	1
DARLING INTERNATIONAL INC.	6512	ACFX	52251	1
DARLING INTERNATIONAL INC.	6512	ACFX	52289	1
DARLING INTERNATIONAL INC.	6512	ACFX	52343	1
DARLING INTERNATIONAL INC.	6512	ACFX	52582	1
DARLING INTERNATIONAL INC.	6512	ACFX	54645	1
GEON COMPANY, THE	35250026	ACFX	57212	1
GEON COMPANY, THE	35250026	ACFX	57342	1
GEON COMPANY, THE	35250026	ACFX	96188	1
GEON COMPANY, THE	35250026	ACFX	96196	1
GEON COMPANY, THE	35250026	ACFX	96265	1
GEON COMPANY, THE	35250026	ACFX	96268	1
GEON COMPANY, THE	35250026	ACFX	96910	1
GEON COMPANY, THE	35250026	ACFX	96917	1
GEON COMPANY, THE	35250026	ACFX	97027	1
GEON COMPANY, THE	35250026	ACFX	97049	1
GEON COMPANY, THE	35250026	ACFX	97128	1
GEON COMPANY, THE	35250026	ACFX	97133	1
GEON COMPANY, THE	35250026	ACFX	97139	1
GEON COMPANY, THE	35250026	ACFX	97140	1
GEON COMPANY, THE	35250026	ACFX	97228	1
GEON COMPANY, THE	35250026	ACFX	97305	1
GEON COMPANY, THE	35250026	ACFX	97311	1
GEON COMPANY, THE	35250026	ACFX	97325	1
GEON COMPANY, THE	35250026	ACFX	97338	1
GEON COMPANY, THE	35250026	ACFX	97347	1
GEON COMPANY, THE	35250026	ACFX	97461	1
GEON COMPANY, THE	35250026	ACFX	97482	1
GEON COMPANY, THE	35250026	ACFX	97489	1
GEON COMPANY, THE	35250026	ACFX	97490	1
GEON COMPANY, THE	35250026	ACFX	97494	1
GEON COMPANY, THE	35250026	ACFX	97496	1
GEON COMPANY, THE	35250026	ACFX	98160	1
GEON COMPANY, THE	35250026	ACFX	98245	1
GEON COMPANY, THE	35250027	ACFX	57251	1
GEON COMPANY, THE	35250027	ACFX	57291	1
GEON COMPANY, THE	35250027	ACFX	57303	1
GEON COMPANY, THE	35250027	ACFX	57304	1
GEON COMPANY, THE	35250027	ACFX	57306	1
GEON COMPANY, THE	35250027	ACFX	57307	1
GEON COMPANY, THE	35250027	ACFX	57308	1
GEON COMPANY, THE	35250027	ACFX	57313	1
GEON COMPANY, THE	35250027	ACFX	57314	1
GEON COMPANY, THE	35250027	ACFX	57316	1
GEON COMPANY, THE	35250027	ACFX	57317	1
GEON COMPANY, THE	35250027	ACFX	57319	1
GEON COMPANY, THE	35250027	ACFX	57322	1

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SCHEDULE 1

LESSEE	CAR SERVICE CONTRACT #	IDENTIFYING NUMBERS	NUMBER OF CARS	AAR DESIGNATOR
GEON COMPANY, THE	35250027	ACFX	57325	1
GEON COMPANY, THE	35250027	ACFX	57327	1
GEON COMPANY, THE	35250027	ACFX	57328	1
GEON COMPANY, THE	35250027	ACFX	57329	1
GEON COMPANY, THE	35250027	ACFX	57330	1
GEON COMPANY, THE	35250027	ACFX	57331	1
GEON COMPANY, THE	35250027	ACFX	57333	1
GEON COMPANY, THE	35250027	ACFX	96928	1
GEON COMPANY, THE	35250027	ACFX	97008	1
GEON COMPANY, THE	35250027	ACFX	97016	1
GEON COMPANY, THE	35250027	ACFX	97039	1
GEON COMPANY, THE	35250027	ACFX	97300	1
GEON COMPANY, THE	35250027	ACFX	97333	1
GEON COMPANY, THE	35250027	ACFX	97344	1
GEON COMPANY, THE	35250027	ACFX	97439	1
GEON COMPANY, THE	35250027	ACFX	97449	1
GEON COMPANY, THE	35250027	ACFX	97503	1
GEON COMPANY, THE	35250027	ACFX	97505	1
GEON COMPANY, THE	35250027	ACFX	97721	1
GEON COMPANY, THE	35250027	ACFX	97723	1
GEON COMPANY, THE	35250027	ACFX	97725	1
GEON COMPANY, THE	35250027	ACFX	97728	1
GEON COMPANY, THE	35250027	ACFX	98101	1
GEON COMPANY, THE	35250027	ACFX	98102	1
GEON COMPANY, THE	35250027	ACFX	98103	1
GEON COMPANY, THE	35250027	ACFX	98105	1
GEON COMPANY, THE	35250027	ACFX	98106	1
GEON COMPANY, THE	35250027	ACFX	98107	1
GEON COMPANY, THE	35250027	ACFX	98108	1
GEON COMPANY, THE	35250027	ACFX	98109	1
GEON COMPANY, THE	35250027	ACFX	98110	1
GEON COMPANY, THE	35250027	ACFX	98114	1
GEON COMPANY, THE	35250027	ACFX	98121	1
GEON COMPANY, THE	35250027	ACFX	98125	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17101	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17103	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17106	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17108	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17110	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17111	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17113	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17124	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17129	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17130	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17182	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17362	1
AMOCO CANADA PETROLEUM COMP	6412	ACFX	17682	1
OCCIDENTAL CHEMICAL CORPORA	48860002	ACFX	81798	1
OCCIDENTAL CHEMICAL CORPORA	48860002	ACFX	82144	1
OCCIDENTAL CHEMICAL CORPORA	48860002	ACFX	82146	1
OCCIDENTAL CHEMICAL CORPORA	48860002	ACFX	82312	1
OCCIDENTAL CHEMICAL CORPORA	48860002	ACFX	82315	1
OCCIDENTAL CHEMICAL CORPORA	48860002	ACFX	82317	1
OCCIDENTAL CHEMICAL CORPORA	48860002	ACFX	82489	1
OCCIDENTAL CHEMICAL CORPORA	48860003	ACFX	12247	1
OCCIDENTAL CHEMICAL CORPORA	48860003	ACFX	82483	1
OCCIDENTAL CHEMICAL CORPORA	48860003	ACFX	82484	1

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SCHEDULE 1

LESSEE	CAR SERVICE CONTRACT #	IDENTIFYING NUMBERS	NUMBER OF CARS	AAR DESIGNATOR
OCCIDENTAL CHEMICAL CORPORA	48860003	ACFX	82582	1 T105
OCCIDENTAL CHEMICAL CORPORA	48860003	ACFX	82586	1 T105
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58825	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58826	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58827	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58828	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58829	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58830	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58831	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58832	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58833	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58834	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58835	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58836	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58837	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58838	1 C214
HUNTSMAN CHEMICAL COMPANY	3761	ACFX	58839	1 C214
HUNTSMAN CHEMICAL COMPANY	6210	ACFX	57735	1 C214
HUNTSMAN CHEMICAL COMPANY	6210	ACFX	58253	1 C214
HUNTSMAN CHEMICAL COMPANY	6210	ACFX	58269	1 C214
HUNTSMAN CHEMICAL COMPANY	6210	ACFX	58312	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	57150	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	97017	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	97348	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	97437	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	97440	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	97446	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	97456	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	97462	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	97492	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	98111	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	98112	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	98113	1 C214
HUNTSMAN CHEMICAL COMPANY	6491	ACFX	98116	1 C214
HUNTSMAN CHEMICAL COMPANY	6526	ACFX	55276	1 C214
HUNTSMAN CHEMICAL COMPANY	6526	ACFX	58038	1 C214
HUNTSMAN CHEMICAL COMPANY	6526	ACFX	58250	1 C214
MONTELL USA INC.	48740004	ACFX	52201	1 C214
MONTELL USA INC.	48740004	ACFX	52204	1 C214
MONTELL USA INC.	48740004	ACFX	52208	1 C214
MONTELL USA INC.	48740004	ACFX	52290	1 C214
MONTELL USA INC.	48740004	ACFX	52482	1 C214
MONTELL USA INC.	48740004	ACFX	52580	1 C214
MONTELL USA INC.	48740004	ACFX	52823	1 C214
MONTELL USA INC.	48740004	ACFX	52828	1 C214
MONTELL USA INC.	48740004	ACFX	52964	1 C214
MONTELL USA INC.	48740004	ACFX	53045	1 C214
MONTELL USA INC.	48740004	ACFX	53158	1 C214
MONTELL USA INC.	48740004	ACFX	53254	1 C214
MONTELL USA INC.	48740004	ACFX	53324	1 C214
MONTELL USA INC.	48740004	ACFX	53509	1 C214
MONTELL USA INC.	48740004	ACFX	53532	1 C214
MONTELL USA INC.	48740004	ACFX	53752	1 C214
MONTELL USA INC.	48740004	ACFX	53851	1 C214
MONTELL USA INC.	48740004	ACFX	53882	1 C414
MONTELL USA INC.	48740004	ACFX	53883	1 C214
MONTELL USA INC.	48740004	ACFX	53910	1 C214

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SCHEDULE 1

LESSEE	CAR SERVICE CONTRACT #	IDENTIFYING NUMBERS	NUMBER OF CARS	AAR DESIGNATOR
MONTELL USA INC.	48740004	ACFX 53976	1	C214
MONTELL USA INC.	48740004	ACFX 53978	1	C214
MONTELL USA INC.	48740004	ACFX 53980	1	C214
MONTELL USA INC.	48740004	ACFX 53981	1	C214
MONTELL USA INC.	48740004	ACFX 54058	1	C214
MONTELL USA INC.	48740004	ACFX 54059	1	C214
MONTELL USA INC.	48740004	ACFX 54060	1	C214
MONTELL USA INC.	48740004	ACFX 54061	1	C214
MONTELL USA INC.	48740004	ACFX 54064	1	C214
MONTELL USA INC.	48740004	ACFX 54066	1	C214
MONTELL USA INC.	48740004	ACFX 54067	1	C214
MONTELL USA INC.	48740004	ACFX 54173	1	C214
MONTELL USA INC.	48740004	ACFX 54318	1	C214
MONTELL USA INC.	48740004	ACFX 54390	1	C214
MONTELL USA INC.	48740004	ACFX 54392	1	C214
MONTELL USA INC.	48740004	ACFX 54398	1	C214
MONTELL USA INC.	48740004	ACFX 54405	1	C214
MONTELL USA INC.	48740004	ACFX 54406	1	C214
MONTELL USA INC.	48740004	ACFX 54407	1	C214
MONTELL USA INC.	48740004	ACFX 54408	1	C514
MONTELL USA INC.	48740004	ACFX 54410	1	C214
MONTELL USA INC.	48740004	ACFX 54411	1	C514
MONTELL USA INC.	48740004	ACFX 54412	1	C214
MONTELL USA INC.	48740004	ACFX 54426	1	C214
MONTELL USA INC.	48740004	ACFX 54431	1	C214
MONTELL USA INC.	48740004	ACFX 54436	1	C214
MONTELL USA INC.	48740004	ACFX 54442	1	C214
MONTELL USA INC.	48740004	ACFX 54445	1	C214
MONTELL USA INC.	48740004	ACFX 54450	1	C214
MONTELL USA INC.	48740004	ACFX 54451	1	C214
MONTELL USA INC.	48740004	ACFX 54454	1	C114
MONTELL USA INC.	48740004	ACFX 54466	1	C214
MONTELL USA INC.	48740004	ACFX 54467	1	C214
MONTELL USA INC.	48740004	ACFX 54468	1	C214
MONTELL USA INC.	48740004	ACFX 54472	1	C214
MONTELL USA INC.	48740004	ACFX 54479	1	C214
MONTELL USA INC.	48740004	ACFX 54499	1	C214
MONTELL USA INC.	48740004	ACFX 54516	1	C214
MONTELL USA INC.	48740019	ACFX 57003	1	C214
MONTELL USA INC.	48740019	ACFX 57107	1	C214
MONTELL USA INC.	48740019	ACFX 57108	1	C214
MONTELL USA INC.	48740019	ACFX 57109	1	C214
MONTELL USA INC.	48740019	ACFX 57110	1	C214
MONTELL USA INC.	48740019	ACFX 57149	1	C214
MONTELL USA INC.	48740019	ACFX 57153	1	C214
MONTELL USA INC.	48740019	ACFX 96279	1	C214
MONTELL USA INC.	48740019	ACFX 96766	1	C214
MONTELL USA INC.	48740019	ACFX 96897	1	C214
MONTELL USA INC.	48740019	ACFX 96898	1	C214
MONTELL USA INC.	48740019	ACFX 97330	1	C214
MONTELL USA INC.	48740019	ACFX 97349	1	C214
MONTELL USA INC.	48740019	ACFX 97441	1	C214
MONTELL USA INC.	48740019	ACFX 97442	1	C214
MONTELL USA INC.	48740019	ACFX 97458	1	C214
MONTELL USA INC.	48740019	ACFX 98055	1	C214
MONTELL USA INC.	48740019	ACFX 98117	1	C214
MONTELL USA INC.	48740019	ACFX 98118	1	C214

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SCHEDULE 1

LESSEE	CAR SERVICE CONTRACT #	IDENTIFYING NUMBERS	NUMBER OF CARS	AAR DESIGNATOR
MONTELL USA INC.	48740019	ACFX	98119	1
MONTELL USA INC.	48740019	ACFX	98122	1
MONTELL USA INC.	48740019	ACFX	98123	1
MONTELL USA INC.	48740019	ACFX	98124	1
ELF ATOCHEM NORTH AMERICA,	7086	ACFX	17381	1
ELF ATOCHEM NORTH AMERICA,	7086	ACFX	17382	1
ELF ATOCHEM NORTH AMERICA,	7086	ACFX	17383	1
ELF ATOCHEM NORTH AMERICA,	7086	ACFX	17384	1
SOLVAY MINERALS, INC.	2714	ACFX	27802	1
SOLVAY MINERALS, INC.	2714	ACFX	27803	1
SOLVAY MINERALS, INC.	2714	ACFX	27804	1
SOLVAY MINERALS, INC.	2714	ACFX	27805	1
SOLVAY MINERALS, INC.	2714	ACFX	27807	1
SOLVAY MINERALS, INC.	2714	ACFX	27808	1
SOLVAY MINERALS, INC.	2714	ACFX	27809	1
SOLVAY MINERALS, INC.	2714	ACFX	27810	1
SOLVAY MINERALS, INC.	2714	ACFX	27811	1
SOLVAY MINERALS, INC.	2714	ACFX	27812	1
SOLVAY MINERALS, INC.	2714	ACFX	27813	1
SOLVAY MINERALS, INC.	2714	ACFX	27814	1
SOLVAY MINERALS, INC.	2714	ACFX	27815	1
SOLVAY MINERALS, INC.	2714	ACFX	27816	1
SOLVAY MINERALS, INC.	2714	ACFX	27817	1
SOLVAY MINERALS, INC.	2714	ACFX	27818	1
SOLVAY MINERALS, INC.	2714	ACFX	27819	1
SOLVAY MINERALS, INC.	2714	ACFX	27821	1
SOLVAY MINERALS, INC.	2714	ACFX	27822	1
SOLVAY MINERALS, INC.	2714	ACFX	27823	1
SOLVAY MINERALS, INC.	2714	ACFX	27824	1
SOLVAY MINERALS, INC.	2714	ACFX	27825	1
SOLVAY MINERALS, INC.	2714	ACFX	27826	1
SOLVAY MINERALS, INC.	2714	ACFX	27827	1
SOLVAY MINERALS, INC.	2714	ACFX	27828	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	11951	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	11957	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	11960	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	11965	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	11976	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	11977	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	14770	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	14798	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	16153	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	16215	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	16218	1
QUANTUM CHEMICAL CORPORATIO	4939	ACFX	16220	1
HAMPSHIRE CHEMICAL CORPORAT	4226	ACFX	71779	1
PHIBRO ENERGY USA, INC.	5782	ACFX	86023	1
PHIBRO ENERGY USA, INC.	5782	ACFX	86043	1
PHIBRO ENERGY USA, INC.	5782	ACFX	86046	1
PHIBRO ENERGY USA, INC.	5782	ACFX	86051	1
PHIBRO ENERGY USA, INC.	5782	ACFX	86052	1
PHIBRO ENERGY USA, INC.	5782	ACFX	86054	1
PHIBRO ENERGY USA, INC.	5782	ACFX	86055	1
PHIBRO ENERGY USA, INC.	5782	ACFX	86057	1
PHIBRO ENERGY USA, INC.	5782	ACFX	86058	1
PHIBRO ENERGY USA, INC.	5782	ACFX	86060	1
PHIBRO ENERGY USA, INC.	5782	ACFX	88057	1
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SCHEDULE 1

<u>LESSEE</u>	CAR SERVICE CONTRACT #	IDENTIFYING NUMBERS	NUMBER OF CARS	AAR DESIGNATOR
PHIBRO ENERGY USA, INC.	5782	ACFX	88060	1
PHIBRO ENERGY USA, INC.	5782	ACFX	88064	1
PHIBRO ENERGY USA, INC.	5782	ACFX	88099	1
PHIBRO ENERGY USA, INC.	5782	ACFX	88160	1
PHIBRO ENERGY USA, INC.	5782	ACFX	88173	1
PHIBRO ENERGY USA, INC.	5782	ACFX	88179	1
PHIBRO ENERGY USA, INC.	5782	ACFX	88185	1
PHIBRO ENERGY USA, INC.	5782	ACFX	88190	1
PHIBRO ENERGY USA, INC.	5782	ACFX	88191	1
PHIBRO ENERGY USA, INC.	5782	ACFX	88194	1
PHIBRO ENERGY USA, INC.	5782	ACFX	88200	1
ZEON CHEMICALS INCORPORATED	5526	ACFX	17119	1
ZEON CHEMICALS INCORPORATED	5526	ACFX	17122	1
ZEON CHEMICALS INCORPORATED	5526	ACFX	17123	1
ZEON CHEMICALS INCORPORATED	5526	ACFX	17179	1
ZEON CHEMICALS INCORPORATED	5526	ACFX	17180	1
KINETIC RESOURCES (LPG)	2627	ACFX	16998	1
KINETIC RESOURCES (LPG)	2627	ACFX	17430	1
KINETIC RESOURCES (LPG)	2627	ACFX	17431	1
KINETIC RESOURCES (LPG)	2627	ACFX	17433	1
KINETIC RESOURCES (LPG)	2627	ACFX	17435	1
KINETIC RESOURCES (LPG)	2627	ACFX	17439	1
KINETIC RESOURCES (LPG)	2627	ACFX	17442	1
KINETIC RESOURCES (LPG)	2627	ACFX	17447	1
KINETIC RESOURCES (LPG)	2627	ACFX	17690	1
KINETIC RESOURCES (LPG)	2627	ACFX	17691	1
KINETIC RESOURCES (LPG)	2627	ACFX	17693	1
KINETIC RESOURCES (LPG)	2627	ACFX	17700	1
KINETIC RESOURCES (LPG)	2627	ACFX	17714	1
KINETIC RESOURCES (LPG)	2627	ACFX	17718	1
KINETIC RESOURCES (LPG)	2627	ACFX	17726	1
KINETIC RESOURCES (LPG)	2627	ACFX	17727	1
KINETIC RESOURCES (LPG)	2627	ACFX	17731	1
KINETIC RESOURCES (LPG)	2627	ACFX	17733	1
KINETIC RESOURCES (LPG)	2627	ACFX	17734	1
KINETIC RESOURCES (LPG)	2627	ACFX	17737	1
KINETIC RESOURCES (LPG)	2627	ACFX	17740	1